UNITED STATES OMB APPROVAL SECURITIES AND EXCHANGE COMMISSION RECE 3235-0076 Washington, D.C. 20549 Expires នៃពីការីរ៉ូខែd average burden FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** DATE RECEIVED UNIFORM LIMITED OFFERING EXEMPTION Name of Offering is an amendment and name has changed, and indicate change.) LAC Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Filing Under (Check & (es) that apply): New Filing | Amendment Type of Filing: A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Celephyne Number Address of E HUENTUSA Telephone Number (Including Area Code) (Number and Street, City, State, Zip Code) Address of Principal Business Operations (if different from Executive Offices) Brief Description of Business medical plan service provider Type of Business Organization limited partnership, already formed other (please spec corporation business trust limited partnership, to be formed Actual OTT Actual or Estimated Date of Incorporation or Organization: Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee. State:

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the

this notice and must be completed.

filing of a federal notice.

		A. BASIC IDI	ENTIFICATION DATA	-	
Enter the information rec	quested for the fo	llowing:			
 Each promoter of th 	ne issuer, if the is	suer has been organized w	rithin the past five years;		
Each beneficial own	er having the pow	er to vote or dispose, or di	rect the vote or disposition	of, 10% or more of	a class of equity securities of the issue
 Each executive offi 	cer and director o	f corporate issuers and of	corporate general and mar	aging partners of	partnership issuers; and
Each general and m	anaging partner o	of partnership issuers.			
_ 	1	35/ 2 5:10		Director	General and/or
heck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	Managing Partner
ull Name (Last name first, if	Touizer				
Business or Residence Address	SS (Number) and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
full Name (Last name first, in	findividual) New	man. Jennife	/		
Business or Residence Addre			ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)	Kowitz Hou	vard		
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)	-	-		
Business or Residence Addre	ess (Number and	d Street, City, State, Zip C	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ess (Number an	d Street, City, State, Zip C	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number an	d Street, City, State, Zip (Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number ar	d Street, City, State, Zip (Code)	,	
	(Use b	lank sheet, or copy and us	se additional copies of this	sheet, as necessar	у)

				B. IN	FORMATI	ON ABOUT	OFFERIN	ïG				
1. Has the	issuer sold,	or does the	e issuer int	tend to sel	I, to non-ac	credited in	vestors in	this offerin	ıg?		Yes [No No
	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.								1000			
2. What is 3. Does the	the minimum offering p	im investme definition	ent that wi Ony / ownership	ll be accep Out C/e of a singl	hed from a he unit?	ny individu DQ(((pt a	le stet	Ometii	†	Yes	No 🗔
4. Enter th commiss 'If a perso or states	e informati sion or simi on to be list , list the na	on requeste lar remuner ed is an asso me of the br you may se	ed for each ation for so ociated per oker or dea	person wollicitation of son or age	ho has beer of purchase nt of a brok re than five	n or will be rs in conne er or dealer (S) person	e paid or g ction with s registered s to be liste	iven, direc sales of secu with the SI ed are assoc	tly or indic urities in th EC and/or v	rectly, any e offering vith a state		
Full Name (I	1	tol	ADI	olicab		Jone						
Business or	Residence	Address (Ni				ip Code)						
Name of Ass	sociated Bro	oker or Dea	ler					<u></u> ,				
States in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	urchasers						
(Check	"All States	" or check i	individual	States)					••••••••		☐ All	States
AL IL MT RI	IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Full Name (Last name	first, if indi	vidual)					<u>.</u>				
Business or	Residence	Address (N	lumber and	d Street, C	ity, State, 2	Zip Code)			<u>.</u>			
Name of As	sociated Br	oker or Dea	aler									
States in W												1.64
(Check	"All States	" or check	individual	States)			*******	•••••				l States
AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Full Name	(Last name	first, if ind	ividual)	-				-				-
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of As	ssociated B	roker or De	aler	· · · ·			.			· ·-		
States in W	hich Person	n Listed Ha	s Solicited	or Intend	s to Solicit	Purchasers	; —					
(Check "All States" or check individual States)							ll States					
AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR

C OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt		\$
	Equity	s <u>J 00, 0 00</u>	s 62,307
	Common Preferred		
	Convertible Securities (including warrants)	\$	
	Partnership Interests	\$	\$
	Other (Specify) Total	\$	\$
	Total	\$ 500,000	\$ 62,500
	Answer also in Appendix, Column 3, if filing under ULOE.	,	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in the offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of the purchases on the total lines. Enter "0" if answer is "none" or "zero."	ite	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	<u>1</u>	s 62,500
	Non-accredited Investors	···	\$
	Total (for filings under Rule 504 only)	***	\$
	Answer also in Appendix. Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securit sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to first sale of securities in this offering. Classify securities by type listed in Part C — Question	the	
		Type of	Dollar Amount Sold
	Type of Offering	Security	
	Rule 505		
	Regulation A		
	Rule 504		\$
	Total		2
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the insum the information may be given as subject to future contingencies. If the amount of an expenditure not known, furnish an estimate and check the box to the left of the estimate.	rer.	
	Transfer Agent's Fees] \$
	Printing and Engraving Costs] \$
	Legal Fees)	z s_ <u>}000</u>
	Accounting Fees] \$ <u>'</u>
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		s
	Total		-3 NOD

	TO OFFERING PRICE NUMBER OF INVESTIORS LEXPENSES AND USE OF PR	OCCEDS TO E	
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	·	s 497 000
5 .	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.		•
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees] \$	 \$
	Purchase of real estate	\$	\$
	Purchase, rental or leasing and installation of machinery		
	Construction or leasing of plant buildings and facilities		
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		. 🗆 \$
	Repayment of indebtedness		. 🗀 • — — — — — — — — — — — — — — — — — —
	Other (specify): Sales and marketing working could, general		× 797,000
	Purchase of one share of Common stock		
	Column Totals		797,000
	Total Payments Listed (column totals added)	□s_	
	THE RECORD THE PROPERTY OF THE	學性學對對	
S	The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice ignature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Comminum information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of	ssion, upon writt	ule 505, the following en request of its staff,
Ī	Signature (Ineray Health, Inc. Signature	Date .	11-2007
1	Name of Signer (Print or Type) Title of Signer (Print or Type)	— — - 7 —	•
	SANIEL TOUIZER PRESIDENT, CEC	<u> </u>	

 \mathcal{END}

- ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)